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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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EXHIBIT D-12
FINANCING (DIP AND EMERGENCE)
532.2 HOURS

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Delphi Corporation (DIP)
Financing (DIP and Emergence)

Bill Date: 01/31/07

Bill Number: 1147919

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	12/06/06	1.00	BEGIN TO CONSIDER EXPEDITED REFINANCING / ROLL-UP OF PREPETITION SENIOR DEBT FACILITIES INTO DIP INCLUDING CONFERENCES WITH J. SHEEHAN AND B. SHAW IN NEW YORK CITY (0.4); REVIEW AGENT PROPOSALS (0.3); CONSIDER TIMETABLE AND ISSUES (0.3).
BUTLER, JR. J	12/08/06	1.10	EMAILS TO B. ROSENBERG AND B. SHELER REGARDING DIP REFINANCING TRANSACTION (0.3); CONTINUE TO REVIEW MATERIALS REGARDING SAME (0.4); REVIEW STAKEHOLDER PRELIMINARY INQUIRIES/ISSUES REGARDING ROLL-UP OF PREPETITION REVOLVER AND TERM LOANS INTO DIP LOAN AND RELATED MATTERS (0.4).
BUTLER, JR. J	12/09/06	2.30	CONTINUE TO EVALUATE AND REVIEW PLEADINGS AND DOCUMENTS REGARDING DIP REFINANCING AND ROLL-UP OF PREPETITION REVOLVER AND TERM LOANS (1.3); REVIEW DRAFT LENDER AND RATING AGENCY PRESENTATIONS (0.8); REVIEW FEE AND TRANSACTION SUMMARY (0.2).
BUTLER, JR. J	12/10/06	1.60	CONTINUE TO EVALUATE AND REVIEW PLEADINGS AND DOCUMENTS REGARDING DIP REFINANCING AND ROLL-UP OF PREPETITION REVOLVER AND TERM LOANS (1.6).
BUTLER, JR. J	12/11/06	1.30	CONTINUE TO EVALUATE AND REVIEW PLEADINGS AND DOCUMENTS REGARDING DIP REFINANCING AND ROLL-UP OF PREPETITION REVOLVER AND TERM LOANS (1.3).
BUTLER, JR. J	12/12/06	2.60	CONTINUE TO EVALUATE AND REVIEW PLEADINGS AND DOCUMENTS REGARDING DIP REFINANCING AND ROLL-UP OF PREPETITION REVOLVER AND TERM LOANS (2.6).
BUTLER, JR. J	12/13/06	1.80	CONTINUE TO EVALUATE AND REVIEW PLEADINGS AND DOCUMENTS REGARDING DIP REFINANCING AND ROLL-UP OF PREPETITION REVOLVER AND TERM LOANS (0.8); TELECONFERENCES WITH S. MILLER (0.2), J. SHEEHAN (0.3), D. RESNICK (0.2) AND WORKING GROUP (0.3) REGARDING DEAL MATTERS AND LAUNCH TIMETABLE.
BUTLER, JR. J	12/14/06	1.50	CONTINUE TO REVIEW AND FINALIZE PLEADINGS AND DOCUMENTS REGARDING DIP REFINANCING AND ROLL-UP OF PREPETITION REVOLVER AND TERM LOANS (1.3); FOLLOW-UP ON CARVE-OUT ISSUE (0.2).
BUTLER, JR. J	12/15/06	1.40	CONTINUE TO REVIEW AND FINALIZE PLEADINGS AND DOCUMENTS REGARDING DIP REFINANCING AND ROLL-UP OF PREPETITION REVOLVER AND TERM LOANS (1.4).

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BUTLER, JR. J	12/16/06	1.20	CONTINUE TO REVIEW AND FINALIZE PLEADINGS AND DOCUMENTS REGARDING DIP REFINANCING AND ROLL-UP OF PREPETITION REVOLVER AND TERM LOANS INCLUDING REVIEW AND ANALYSIS OF FURTHER GM COMMENTS ON DOCUMENTS (1.2).
BUTLER, JR. J	12/17/06	2.20	CONTINUE TO REVIEW AND FINALIZE PLEADINGS AND DOCUMENTS REGARDING DIP REFINANCING AND ROLL-UP OF PREPETITION REVOLVER AND TERM LOANS INCLUDING REVIEW AND ANALYSIS OF FURTHER PLAN INVESTOR AND GM COMMENTS ON DOCUMENTS (0.9); PREPARE FOR AND PARTICIPATE ON NUMEROUS CLIENT AND WORKING GROUP TELECONFERENCES THROUGHOUT THE DAY AND EVENING (1.3).
BUTLER, JR. J	12/19/06	0.30	REVIEW ADDITIONAL GM COMMENTS ON DIP ORDER (0.3).
BUTLER, JR. J	12/26/06	1.10	REVIEW BLACKLINED CREDIT AGREEMENT (0.4); FOLLOW-UP ON FILING REQUIREMENTS (0.1); BEGIN TO OUTLINE PREPARATION FOR JANUARY 5TH APPROVAL HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT (0.6).
BUTLER, JR. J	12/31/06	0.70	CONTINUE TO PREPARE FOR JANUARY 5TH DIP REFINANCING APPROVAL HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT INCLUDING REVIEW OF HEARING PREPARATION BINDER (0.7).
		20.10	
FRISHMAN LD	12/05/06	0.20	CORRESPONDENCE REGARDING RELIANCE BY APPALOOSA ON DIP LENDER ENVIRONMENTAL DILIGENCE REPORTS (0.2).
FRISHMAN LD	12/06/06	3.90	MEET J. SHEEHAN AND B. SHAW REGARDING PROPOSED REFINANCING OF DIP AND PREPETITION; REVIEW VARIOUS PROPOSALS FROM POTENTIAL LENDERS; REVIEW FINAL DIP ORDER REGARDING IMPLEMENTATION AND STRUCTURE ISSUES, IF ANY; MISC CORRESPONDENCE REGARDING THE FOREGOING (3.9).
FRISHMAN LD	12/07/06	2.10	DISCUSS PROPOSED REFINANCING WITH M. BAKER AT S&S AND D. BERNSTEIN AT DPW; CORRESPONDENCE WITH THE CLIENT AND ROTHSCHILD REGARDING THE SAME; REVIEW AND GIVE COMMENTS ON DRAFT BOARD MATERIALS REGARDING THE REFINANCING (2.1).
FRISHMAN LD	12/08/06	1.80	REVIEW AND GIVE COMMENTS ON DRAFT MOTION; REVIEW AND GIVE COMMENTS ON BANK BOOK; MISC CORRESPONDENCE REGARDING REFINANCING (1.8).
FRISHMAN LD	12/09/06	2.30	NUMEROUS CORRESPONDENCE REGARDING FINANCING TERMS; INCLUDING REVIEW AND COMMENTS ON UPDATED TERM SHEETS AND LENDER PRESENTATIONS (2.3).

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FRISHMAN LD	12/10/06	1.90	TELECONFERENCE WITH DPW AND S&S REGARDING LIEN PRIORITIES FOR NEW DIP (0.4); REVIEW REVISED DRAFT OF LENDER PRESENTATION (0.3); REVIEW REVISED DRAFT OF MOTION (0.5); PRELIMINARY REVIEW OF DRAFT TERM SHEET CIRCULATED BY DPW (0.4); MISC CORRESPONDENCE REGARDING THE FOREGOING (0.3).
FRISHMAN LD	12/11/06	1.60	ATTENTION TO DRAFT MOTION, ORDER AND COMMITMENT PAPERS FOR REFINANCING (1.6).
FRISHMAN LD	12/12/06	2.30	REVIEW AND NEGOTIATE DRAFTS OF ORDER, MOTION AND COMMITMENT PAPERS FOR REFINANCING (2.3).
FRISHMAN LD	12/13/06	1.20	ATTENTION TO DPW DILIGENCE REQUEST FOR REFINANCING (0.4); REVIEW AND GIVE FEEDBACK ON REVISIONS TO DRAFT MOTION AND ORDER (0.5); CORRESPONDENCE WITH B. RESNICK AND M. BAKER REGARDING STATUS (0.3).
FRISHMAN LD	12/14/06	0.60	REVIEW REVISED DIP PAPERS (0.3); CORRESPONDENCE WITH M. BAKER REGARDING THE SAME (0.3).
FRISHMAN LD	12/15/06	1.50	INTERNAL SKADDEN CALL REGARDING STATUS OF DIP REFINANCING PAPERS AND PLAN INVESTOR AGREEMENT AND NEXT STEPS (0.4); CORRESPONDENCE WITH DPW AND S&S REGARDING THE FOREGOING (0.3); REVIEW REVISED DRAFTS OF DIP REFINANCING PAPERS AND NEGOTIATE EXPANSION OF CARVE-OUT TO INCLUDE PLAN INVESTOR PROFESSIONALS (0.8).
FRISHMAN LD	12/16/06	0.80	REVIEW REVISIONS TO REFINANCING PAPERS (0.5); ATTENTION TO CORRESPONDENCE FROM B. RESNICK OF DPW AND A. TENZER OF S&S REGARDING THE SAME (0.3).
FRISHMAN LD	12/17/06	0.40	REVIEW REVISIONS TO VARIOUS DRAFTS OF DIP ORDER AND MOTION (0.4).
FRISHMAN LD	12/19/06	2.70	REVIEW WEIL COMMENTS ON DIP MOTION AND ORDER (0.4); TELECONFERENCE WITH K. ZIMAN OF ST&B REGARDING HIS SUBSTANTIVE COMMENTS ON THE DIP ORDER (0.5); REVIEW INITIAL DRAFT OF DIP AGREEMENT (1.8).
FRISHMAN LD	12/20/06	1.40	REVIEW AND GIVE COMMENTS ON COMPANY AUTHORIZATION LETTERS REGARDING INFORMATION TO POTENTIAL DIP LENDERS (0.3); TELECONFERENCE WITH S&S AND COMPANY REGARDING DIP AGREEMENT COMMENTS (0.6); ATTENTION TO REVISIONS TO DIP ORDER (0.3); COORDINATE WITH S&S REGARDING FEEDBACK ON NDA'S FOR A POTENTIAL EXIT FACILITY PROVIDER (0.2).

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FRISHMAN LD	12/21/06	1.40	REVIEW PRE-PETITION LENDER COMMENTS ON DIP ORDER (0.4) AND DISCUSS WITH A. TENZER (0.5); REVIEW REVISED DRAFT OF DIP AGREEMENT (0.3); MISC CORRESPONDENCE WITH M. BAKER REGARDING STATUS OF DIP ITEMS (0.2).
FRISHMAN LD	12/22/06	0.40	REVIEW REVISIONS TO DIP ORDER AND DISCUSS WITH K. GRANT AT SKADDEN (0.3); CORRESPONDENCE WITH S&S REGARDING STATUS OF DIP AGREEMENT (0.1).
FRISHMAN LD	12/26/06	0.20	CORRESPONDENCE WITH S&S AND DPW REGARDING DIP FILINGS (0.2).
FRISHMAN LD	12/27/06	0.10	CORRESPONDENCE WITH R. MEISLER REGARDING LATHAM CONCERNS WITH PRE-PETITION LENDER'S CHANGES TO REFI ORDER (0.1).
FRISHMAN LD	12/28/06	0.70	CORRESPONDENCE WITH S&S REGARDING UCC AND HIGHLAND COMMENTS ON DIP PAPERS (0.7).
FRISHMAN LD	12/29/06	1.80	CORRESPONDENCE WITH M. BAKER, A. TENZER, REGARDING OBJECTIONS OF HIGHLAND AND UCC TO DIP PAPERS (0.7); PARTICIPATE IN WEEKLY LEGAL STRATEGY/UPDATE CALL (1.1).
		29.30	
MARAFIOTI KA	12/10/06	1.40	REVIEW AND REVISE DIP REFINANCING MOTION (1.4).
MARAFIOTI KA	12/11/06	1.00	REVIEW DIP REFINANCING ORDER (1.0).
MARAFIOTI KA	12/17/06	0.20	CORRESPONDENCE EXCHANGES REGARDING DIP REFINANCING (0.2).
		2.60	
PANAGAKIS GN	12/14/06	0.50	ATTENTION TO DIP ORDER (0.5).
PANAGAKIS GN	12/15/06	1.00	REVIEW DIP ORDER (1.0).
PANAGAKIS GN	12/19/06	0.30	ATTENTION TO DIP ORDER (0.3).
		1.80	
Total Partner		53.80	
BOLTON IS	12/12/06	3.80	DRAFT A PORTION OF THE SERVICE LIST CHART, INCLUDING OBTAINING ADDRESSES REGARDING PREPETITION LENDERS (3.8).
BOLTON IS	12/18/06	7.70	RESEARCH AND REVIEW REGARDING DIP REFINANCING MOTION (7.7).
BOLTON IS	12/19/06	3.60	BEGIN DRAFTING SCRIPT REGARDING DIP REFINANCING MOTION (3.6).
BOLTON IS	12/28/06	3.60	DRAFT MEMO REGARDING MONTHLY PROFESSIONAL FEES AND EXPENSES IN CONNECTION WITH DIP REFINANCING CARVE OUT PROJECTIONS (3.6).

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18.70

CONNORS CP	12/18/06	2.70	REVIEW AND ANALYZE MATERIALS IN ANTICIPATION OF DIP REFINANCING HEARING (1.9); FORMULATE STRATEGY REGARDING HEARING ON DIP REFINANCING MOTION (0.8).
CONNORS CP	12/19/06	9.60	REVIEW AND ANALYZE MATERIALS IN PREPARATION FOR ANTICIPATED CONTESTED HEARING ON DIP REFINANCING MOTION (5.7); RESEARCH ISSUES IN ANTICIPATION OF OBJECTION TO DIP REFINANCING MOTION AND HEARING ON THE MOTION (3.9).
CONNORS CP	12/20/06	7.70	FORMULATE STRATEGY REGARDING DIP REFINANCING HEARING AND POTENTIAL OBJECTIONS (4.3); RESEARCH MATTERS RELATED TO DIP REFINANCING HEARING AND ANTICIPATED OBJECTIONS (3.4).
CONNORS CP	12/27/06	6.80	FORMULATE STRATEGY REGARDING POTENTIAL OBJECTIONS TO DIP REFINANCING MOTION (1.6); REVIEW AND ANALYZE DOCUMENTS AND CORRESPONDENCE IN CONNECTION WITH ANTICIPATED OBJECTION TO DIP REFINANCING MOTION (2.8); RESEARCH ISSUES RELATED TO POTENTIAL OBJECTIONS TO DIP REFINANCING MOTION (2.4).
CONNORS CP	12/29/06	1.50	RESEARCH REGARDING ANTICIPATED OBJECTIONS TO DIP REFINANCING MOTION (1.5).

28.30

GRANT K	12/07/06	11.60	REVIEW AND ANALYZE PROPOSALS REGARDING FINANCING (3.4); DRAFT MOTION TO APPROVE REFINANCING FACILITY (8.2).
GRANT K	12/08/06	9.70	CONTINUE TO WORK ON DIP REFINANCING AND ANALYZED DEAL PROPOSALS (2.4); DRAFT AND REVISE MOTION REGARDING SAME (7.3).
GRANT K	12/09/06	9.50	CONTINUE TO WORK ON DIP REFINANCING AND REVISED MOTION REGARDING SAME (7.6); EMAILS REGARDING SAME (0.7); REVIEW NEW DEAL PROPOSAL REGARDING SAME (1.2).
GRANT K	12/10/06	2.10	EMAILS REGARDING DIP FINANCING (0.8); REVISE MOTION REGARDING SAME (1.3).
GRANT K	12/11/06	17.40	REVIEW AND ANALYZE DEAL DOCUMENTS FOR DIP REFINANCING (8.3); TELECONFERENCE WITH R. MEISLER, M. BAKER AND COUNSEL FOR LENDER REGARDING SAME (0.4); CONTINUE TO WORK ON DRAFTING AND REVISING MOTION (7.4); RESEARCH REGARDING SAME (1.3).
GRANT K	12/12/06	9.70	CONTINUE DRAFTING AND REVISING MOTION TO REFINANCE SECURED DIP DEBT (7.2), AND REVIEW OF DEAL DOCUMENTS REGARDING SAME (2.5).

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GRANT K	12/13/06	4.20	CONTINUE TO WORK ON DIP REFINANCING MOTION (2.7), AND ATTENTION TO FILING SAME (1.3); REVIEW COMMENTS TO DIP MOTION PROVIDED BY B. RESNICK AND EMAIL REGARDING SAME (0.2).
GRANT K	12/14/06	2.80	CONTINUE TO WORK ON DIP REFINANCING MOTION AND PERFORMED REVISIONS OF SAME (2.8).
GRANT K	12/16/06	8.60	CONTINUE TO WORK ON DIP REFINANCING MOTION, ORDER AND OTHER DOCUMENTS, AND EMAIL WITH COUNSEL REGARDING SAME (8.6).
GRANT K	12/17/06	8.80	CONTINUE TO WORK ON DIP FINANCING MOTION AND FINALIZING SAME (4.7); REVIEW AND FINALIZE DIP REFINANCING ORDER (2.6); TELECONFERENCES AND EMAIL WITH KCC REGARDING FILING OF SAME AND WEBSITE POSTING (1.5).
GRANT K	12/18/06	7.50	ATTENTION TO FINALIZING AND FILING DIP REFINANCE MOTION (3.5); ATTENTION TO SERVICE OF SAME (1.1); BEGIN WORK ON HEARING PREPARATION REGARDING SAME AND DRAFTED SEARCH MEMO FOR CLIENT (2.9).
GRANT K	12/19/06	4.00	REVIEW GM'S PROPOSED COMMENTS TO DIP REFINANCE ORDER AND PROCESSED SAME (1.3); EMAILS WITH LENDER'S COUNSEL AND OTHER INTERESTED PARTIES REGARDING SAME (0.8); REVIEW AND ANALYZE CREDIT AGREEMENT FOR DIP REFINANCING (1.9).
GRANT K	12/20/06	4.20	REVIEW CHANGES TO DIP ORDER AND EMAIL REGARDING SAME (0.9); CONTINUE TO WORK ON HEARING PREPARATION MATERIALS (3.3).
GRANT K	12/21/06	7.00	CONTINUE TO WORK ON HEARING PREPARATION MATERIALS FOR DIP REFINANCING MOTION (3.2); REVISE COMMITTEE PRESENTATION REGARDING SAME (1.1); TELECONFERENCES WITH A. TENZER, (0.6) A. TENZER AND K. ZIMAN (0.3) AND A. TENZER (0.1) REGARDING REVISIONS TO DIP ORDER; ALSO REVIEW REVISIONS TO PROPOSED DIP ORDER AND EMAILS REGARDING SAME (1.7).
GRANT K	12/22/06	7.70	CONTINUE TO WORK ON DIP REFINANCE ORDER AND EMAILS WITH COUNSEL REGARDING SAME (2.4); TELECONFERENCE WITH B. RESNICK REGARDING SAME (0.2); REVIEW DRAFT CREDIT AGREEMENT (2.9); CONTINUE HEARING PREPARATION. (2.2).
GRANT K	12/26/06	4.70	ATTENTION TO FILING REPLACEMENT CREDIT AGREEMENT AND BLACKLINE OF SAME FOR DIP REFINANCING MOTION (3.6); REVISED UCC PRESENTATION REGARDING SAME. (1.1).

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GRANT K	12/27/06	3.90	TEAM STRATEGY MEETING REGARDING REFINANCE MOTION (0.5); REVIEW INDEMNITY PROVISIONS IN CREDIT AGREEMENTS (1.3); CONTINUE TO WORK ON HEARING PREPARATION MATERIALS (2.1).
GRANT K	12/28/06	4.20	CONTINUE TO WORK ON HEARING PREPARATION FOR DIP REFINANCE MOTION AND ANALYSIS REGARDING COMMITTEE REQUESTS WITH RESPECT TO SAME (4.2).
GRANT K	12/29/06	4.50	CONTINUE TO WORK ON HEARING PREPARATION FOR DIP REFINANCE MOTION (4.1); TELECONFERENCES WITH M. BAKER, A. TENZLER (0.2) AND H. BAER, M. BAKER, A. TENZLER (0.2) REGARDING SAME.
132.10			
LEDERER J.*	12/07/06	3.10	DRAFT NOTICE OF MOTION TO SHORTEN TIME (0.8); DRAFT NOTICE OF MOTION REGARDING DIP FINANCING (0.8); DRAFT MOTION TO SHORTEN NOTICE (1.5).
LEDERER J.*	12/08/06	6.30	REVIEW NOTICE OF REFINANCING MOTION, NOTICE OF MOTION TO SHORTEN NOTICE, AND MOTION TO SHORTEN TIME (0.5); DRAFT ORDER FOR MOTION TO SHORTEN TIME (0.5); SUPERVISE EXCEL SPREADSHEET OF OBJECTORS TO DELPHI DIP MOTION (1.0); RESEARCH ON DELPHI DOCKET FOR OBJECTING PARTIES TO DIP MOTION (2.0); REVIEW ENTIRE DOCKET FOR ADDITIONAL OBJECTORS (1.0); COORDINATION AND COMMUNICATION WITH E. GERSHBEIN OF KCC REGARDING CONTENT OF NOTICE LIST (0.8); EDIT NOTICE FOR DIP REFINANCING MOTION PER CHANGES TO MOTION (0.5).
LEDERER J.*	12/09/06	5.40	REVIEW AND EDIT SET OFF CLAIMS LIST FOR INCLUSION IN MASTER SERVICE LIST (0.5); ADD NAME OF COUNSEL FOR ALL SETOFF CLAIMANTS (0.5); REVIEW DIP REFINANCING MOTION (0.5); TELECONFERENCE WITH WESTLAW REPRESENTATIVE REGARDING RESEARCH ASSIGNMENT FOR BJR AND FINANCING (0.4); WESTLAW RESEARCH ON CASES OUTLINING BJR PROTECTION FOR DEBTORS IN CONJUNCTION WITH FINANCING DECISIONS (2.0); ECF RESEARCH ON SDNY DOCKET FOR LIFT-STAY MOTIONS IN CONJUNCTION WITH FINANCING (0.3); ADDITIONAL RESEARCH REGARDING SAME ON BANKRUPTCYLAW360 AND BANKRUPTCYDATA WEBSITES (0.4); WESTLAW RESEARCH ON LIFT-STAY DECISIONS IN CONJUNCTION WITH FINANCING DECISIONS OF DEBTORS (0.8).
LEDERER J.*	12/10/06	1.00	CROSS-REFERENCE SETOFF CLAIMANTS AND KCC SECURED PARTIES LIST TO ELIMINATE DUPLICATES (1.0).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

LEDERER J.*	12/11/06	10.30	REVIEW 2002 SERVICE LIST AND COMPARE IT TO SETOFF AND OBJECTORS SERVICE LISTS TO DETERMINE THE EXTENT OF OVERLAPS AND DUPLICATES (0.8); REVIEW DELPHI DOCKET (0.2); REVIEW DIP OBJECTORS LIST TO MINIMIZE NUMBER OF MAILINGS REQUIRED IN CONJUNCTION WITH FILING OF MOTION (1.5); REVIEW SETOFF CLAIMANTS LIST TO REDUCE DUPLICATES (0.9); CREATE MASTER SERVICE LIST CHECKLIST TO COORDINATE MAILINGS AND NOTICE PROCEDURES (1.0); COMMUNICATION WITH E. GERSHBEIN OF KCC REGARDING LISTS TO BE MERGED WITH EXISTING SERVICE LISTS (0.4); REVISE SETOFF CLAIMANTS NOTICE LIST (0.8); FURTHER COMMUNICATION WITH E. GERSHBEIN OF KCC REGARDING DEADLINES FOR MOTION AND COORDINATION OF MAILING (0.4); REVIEW MERGED LISTS FOR NOTICE AND MOTION FILING COMPARED TO ALL SECURED CLAIMANTS TO REMOVE DUPLICATION (2.0); COMMUNICATION WITH E. GERSHBEIN REGARDING ADDITIONAL UNION PARTIES TO ADD TO SERVICE LIST (0.4); COMMUNICATION WITH FTI REGARDING LIST OF POST-PETITION LIEN HOLDERS FOR POSSIBLE INCLUSION IN SERVICE LIST (0.5); RESEARCH ON CLAIMS OF UAW AND IUE IN CONJUNCTION WITH SERVICE (1.0); TELECONFERENCE WITH E. GERSHBEIN TO DETERMINE FINAL UNION LIST TO BE NOTICED (0.4).
LEDERER J.*	12/12/06	6.30	TELECONFERENCE WITH R. FLETEMEYER AT FTI REGARDING POST-PETITION CLAIMS (0.4); REVIEW DELPHI DOCKET (0.2); REVIEW OF 150 PRE-PETITION LENDER CLAIMS IN CONJUNCTION WITH FILING MOTION (4.0); TELECONFERENCE WITH E. GERSHBEIN OF KCC REGARDING SERVICE LIST ISSUES (0.5); RESEARCH ON STIPULATION BETWEEN CREDITORS COMMITTEE AND PRE-PETITION LENDERS TO ASSIST IN DRAFTING RIDER FOR DIP MOTION (0.8); TELECONFERENCE REGARDING SERVICE LIST (0.4).
LEDERER J.*	12/13/06	7.00	REVIEW DELPHI DOCKET (0.2); RESEARCH REMAINING ADDRESSES OF PRE-PETITION LENDERS IN CONJUNCTION WITH SERVICE OF DIP MOTION (2.3); REVIEW AND ANALYZE UPDATED SETOFF CLAIMS LIST FOR INCLUSION IN NOTICE LIST FOR DIP MOTION (1.0); RESEARCH AND REVIEW NEWLY PROVIDED AND UPDATED LIST OF PRE-PETITION LENDERS TO CREATE UPDATED NOTICE LIST FOR DIP MOTION FILING (3.5).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

LEDERER J.*	12/18/06	3.90	REVIEW NOTICE OF DIP REFINANCING MOTION (0.4); REVIEW DELPHI DOCKET (0.2); REVIEW DIP REFINANCING MOTION (0.8); REVIEW TERM SHEET FOR PRIMING CREDIT FACILITY (0.8); DISCUSSION WITH E. GERSHBEIN AT KCC REGARDING NOTICE LIST FOR SERVICE (0.2); REVIEW DIP REFINANCING ORDER (1.0); REVIEW MOTION CHART AND TASK LIST FOR DELPHI (0.5).
LEDERER J.*	12/19/06	5.00	REVIEW DELPHI DOCKET (0.2); RESEARCH DIP FINANCING OBJECTIONS (1.4); ANALYZE OBJECTIONS CONTAINED IN HEARING BINDER VERSUS THOSE LOCATED IN CONJUNCTION WITH SERVICE LIST (1.4); REVIEW AOS FOR DELPHI DIP MAILINGS (2.0).
LEDERER J.*	12/20/06	8.70	REVIEW DELPHI DOCKET (0.2); REVIEW CREDITORS COMMITTEE AND EQUITY COMMITTEE'S OBJECTIONS TO THE FRAMEWORK AGREEMENT (0.4); COLLIER'S RESEARCH ON ROLLUP FINANCING (0.4); REVIEW GENERAL FINANCING ORDER M-274 (0.5); CONDUCT WESTLAW RESEARCH ON ROLLUP FINANCING AND DIP FINANCING (1.8); WESTLAW RESEARCH ON PAYMENT OF PRE-PETITION SECURED DEBT (1.2); FOLLOW-UP RESEARCH ON 2ND CIRCUIT ADOPTION OF FACTORS (1.0); DRAFT RESEARCH SUMMARY (1.5); WESTLAW RESEARCH ON CROSS-COLLATERALIZATION (1.2); WESTLAW RESEARCH FOR CASELAW CITING TO M-274 (0.5).
LEDERER J.*	12/27/06	2.80	REVIEW DELPHI DOCKET (0.2); REVIEW NOTICE OF FILING FOR REPLACEMENT CREDIT AGREEMENT (0.2); REVIEW REPLACEMENT CREDIT AGREEMENT AND BLACKLINE THEREOF (2.4).
		59.80	
MEISLER RE	12/07/06	3.50	REVIEW PROPOSALS AND SUPPORTING DOCUMENTATION REGARDING DIP REFINANCING (3.3); REVIEW CASE MANAGEMENT ORDER AND CONSIDER NEED FOR MOTION TO SHORTEN NOTICE (0.2).
MEISLER RE	12/08/06	6.20	CONTINUE TO REVIEW DIP REFINANCING PROPOSALS AND REVIEW UPDATED PROPOSALS (2.4); REVIEW AND REVISED MOTION REGARDING SAME (3.5); REVIEW NOTICE PARTIES (0.3).
MEISLER RE	12/09/06	6.30	REVIEW UPDATED PROPOSALS (0.6); CONTINUE REVIEWING AND REVISING DIP REFINANCING MOTION (4.9); DRAFT CORRESPONDENCE REGARDING SAME (0.8).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

MEISLER RE	12/10/06	4.50	REVIEW UPDATED TERM SHEET (0.5); REVIEW FEE LETTERS (0.3); REVIEW COMMITMENT LETTER (0.7); REVIEW AND RESPOND TO EMAIL REGARDING DIP FINANCING (1.0); REVIEW COMMENTS RECEIVED ON DIP REFINANCING MOTION (0.4); REVIEW UPDATED MOTION AND COMMENT ON SAME (1.6).
MEISLER RE	12/11/06	12.00	CONTINUE TO REVIEW AND ANALYZE UPDATE DEAL DOCUMENTS FOR DIP REFINANCING (3.2); REVIEW AND COMMENT ON DIP REFI ORDER (1.5); TELECONFERENCE WITH M. BAKER AND COUNSEL FOR LENDER REGARDING SAME (0.4); CONTINUE REVIEWING AND COMMENTING DIP REFINANCING MOTION (3.2); REVIEW RESEARCH REGARDING SAME (0.8); CONTINUE ATTENTION TO SERVICE LIST ISSUES (0.5); CONTINUE REVIEW OF CASE MANAGEMENT ORDER REGARDING EXPEDITED RELIEF FOR DIP REFINANCING MOTION (0.6); REVIEW AND RESPOND TO CORRESPONDENCE REGARDING SAME (1.8).
MEISLER RE	12/12/06	9.10	CONTINUE TO REVIEW AND RESPOND TO CORRESPONDENCE REGARDING DIP REFINANCING (1.3); CONTINUE TO REVIEW COMMENTS TO DRAFT DIP REFINANCING MOTION (1.1); CONTINUE TO REVIEW AND COMMENT ON MOTION (3.2); CONTINUE TO REVIEW AND COMMENT ON DIP REFI ORDER (2.1); CONTINUED WORKING ON SERVICE ISSUES (0.2); REVIEW GUIDELINES FOR DIP FINANCING (1.2).
MEISLER RE	12/13/06	6.30	REVIEW B. RESNICK INQUIRY REGARDING SETOFF AND RESEARCH SAME (1.2); CONTINUED TO REVIEW AND COMMENT ON DIP REFINANCING MOTION (1.8); CONTINUE TO REVIEW ORDER RE; SAME (1.6); DRAFT CORRESPONDENCE REGARDING SAME (1.2); REVIEW COMMENTS TO DIP MOTION PROVIDED BY B. RESNICK (0.3); DRAFT CORRESPONDENCE REGARDING SAME (0.2).
MEISLER RE	12/14/06	2.80	REVIEW UPDATED MANDATE PAPERS (0.5); CONTINUE PREPARING FOR HEARING REGARDING SAME (0.7); CONTINUE TO REVIEW AND COMMENT ON DIP REFINANCING MOTION (1.6).
MEISLER RE	12/15/06	10.40	REVIEW DRAFT PRESS RELEASE REGARDING REFINANCING (0.3); CONTINUE TO REVIEW AND COMMENT ON DIP REFINANCING MOTION (6.7); CONTINUE TO REVIEW ORDER REGARDING SAME (1.3); REVIEW (0.6) AND RESPOND (0.8) TO CORRESPONDENCE REGARDING SAME; DRAFT CORRESPONDENCE REGARDING SAME (0.7).
MEISLER RE	12/16/06	2.10	REVIEW AND RESPOND TO CORRESPONDENCE REGARDING DIP REFINANCING MOTION AND ORDER (2.1).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

MEISLER RE	12/17/06	5.10	CONTINUE TO REVIEW AND COMMENT ON DIP REFINANCING ORDER (1.8); DRAFT CORRESPONDENCE REGARDING DIP REFINANCING PLEADINGS (1.1); REVIEW AND COMMENT ON NOTICE REGARDING SAME (0.3); FINAL REVIEW OF MANDATE PAPERS (1.2).
MEISLER RE	12/18/06	5.10	FINALIZE PLEADINGS FOR FILING (2.0); COORDINATE SAME (0.5); REVIEW FINAL PRESS RELEASE REGARDING SAME (0.3); DRAFT CORRESPONDENCE REGARDING FILING FOR DIP REFI HEARING (0.5); REVIEW DELPHIDOCKET REGARDING SAME (0.2); BEGIN PREPARING FOR HEARING REGARDING SAME (0.7); TELECONFERENCE WITH S. CORCORAN REGARDING SAME (0.2); REVISE SEARCH MEMO REGARDING SAME (0.5); DRAFT CORRESPONDENCE TO M. BROUDE REGARDING DIP REFINANCING (0.2).
MEISLER RE	12/19/06	1.20	BEGIN TO ANALYZE AND PREPARE FOR THE POTENTIAL CONTESTED HEARING REGARDING DIP REFINANCE (0.2); REVIEW COMMENTS FROM GM REGARDING DIP REFI ORDER (0.3); REVIEW DPW COMMENTS REGARDING SAME (0.2); TELECONFERENCE WITH A. TENZER REGARDING DIP REFINANCE (0.1); DRAFT CORRESPONDENCE REGARDING SAME (0.3); DRAFT CORRESPONDENCE REGARDING UCC INQUIRIES (0.1).
MEISLER RE	12/20/06	1.60	REVIEW CORRESPONDENCE RESPONDING TO GM AND DPW COMMENTS TO DIP REFI ORDER (0.2); TELECONFERENCE WITH S. CORCORAN REGARDING SAME (0.1); DRAFT CORRESPONDENCE TO GM REGARDING SAME (0.1); DRAFT CORRESPONDENCE TO PLAN INVESTORS REGARDING SAME (0.1); REVIEW MODIFICATIONS PROPOSED BY SIMPSON (0.6); DRAFT CORRESPONDENCE REGARDING SAME (0.1); ANALYZE ISSUES IN PREPARATION FOR JAN 5 HEARING (0.4).
MEISLER RE	12/21/06	3.30	REVIEW COMMENTS ON DIP REFINANCING ORDER RECEIVED FROM PREPETITION LENDERS (1.4) AND POSTPETITION LENDERS (0.5); TELECONFERENCE WITH A. TENZER, REGARDING SAME (0.6); TELECONFERENCE WITH K. ZIMAN, A. TENZER REGARDING PREPETITION LENDERS' COMMENTS (0.3); FOLLOW UP WITH A. TENZER REGARDING SAME (0.1); DRAFT INTERNAL CORRESPONDENCE CIRCULATING COMMENTS RECEIVED FROM LENDERS (0.2); REVIEW AND RESPOND TO CORRESPONDENCE REGARDING S&P INQUIRIES (0.2).
MEISLER RE	12/22/06	0.90	CONTINUE REVIEW OF DIP (0.7); DRAFT CORRESPONDENCE REGARDING COMMENTS TO DIP REFINANCE ORDER (0.2).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

MEISLER RE	12/26/06	1.00	REVIEW DIP REFINANCING ORDER (0.2); TELECONFERENCE WITH J. TANENBAUM REGARDING SAME (0.2); DRAFT CORRESPONDENCE REGARDING SAME (0.2); ATTENTION TO FILING OF DIP CREDIT AGREEMENT (0.3); DRAFT CORRESPONDENCE REGARDING SAME (0.1).
MEISLER RE	12/27/06	2.00	PREPARE FOR DIP REFI HEARING (1.0); CONFERENCE WITH WORKING GROUP REGARDING DIP REFI HEARING PREP (0.4); REVIEW AND REVISE SLIDES REGARDING DIP REFINANCING (0.3); DRAFT INTERNAL CORRESPONDENCE AND CORRESPONDENCE TO J. TANENBAUM REGARDING SAME (0.2); DRAFT CORRESPONDENCE TO R. LEMONS REGARDING SAME (0.1).
MEISLER RE	12/29/06	1.80	TELECONFERENCE WITH H. BAER REGARDING DIP REFINANCING (0.2); DRAFT INTERNAL CORRESPONDENCE REGARDING SAME (0.2); TELECONFERENCE WITH M. BAKER, A. TENZER REGARDING SAME (0.3); CONTINUE TO PREPARE FOR JANUARY 5 HEARING (0.7); DRAFT FOLLOW UP CORRESPONDENCE TO H. BAER AND M. SEIDER REGARDING DIP REFINANCING (0.1); TELECONFERENCE WITH H. BAER, A. TENZER, AND M. BAKER REGARDING SAME (0.3).

85.20

PERL MW	12/04/06	1.00	REVIEW TASK LIST AND HEARING SUMMARY CHART (0.2); PARTICIPATE IN WEEKLY TEAM STRATEGY MEETING (0.6); FOLLOW UP WITH WORKING GROUP REGARDING SAME (0.2).
PERL MW	12/05/06	0.20	REVIEW PUBLIC FILINGS FOR REFERENCES TO CREDIT AGREEMENT (0.2).
		1.20	

PLATT SJ	12/12/06	3.50	SEARCH FOR AND COMPILE ADDRESSES OF PRE-PETITION LENDERS FOR SERVICE OF MOTION TO APPROVE FINANCING (3.5).
PLATT SJ	12/21/06	1.30	DRAFT PROFFER FOR JANUARY 5 HEARING (1.3).
		4.80	
TURMAN III RE	12/07/06	0.50	REVIEW TERM SHEET AND PROPOSAL (0.5).
TURMAN III RE	12/08/06	4.10	ADVISE ON DIP, CONFERENCE CALL AND REVIEW DOCUMENTS (3.1, 1.0).
TURMAN III RE	12/09/06	5.70	REVIEW TERM SHEET, MOTION & PRESENTATION MATERIALS (3.6, 2.1).
TURMAN III RE	12/11/06	7.90	REVIEW AND NEGOTIATE TERMSHEETS, MOTION, ORDER (7.9).
TURMAN III RE	12/12/06	4.10	ADVISE AND REVIEW COMMITMENT LETTERS, TERM SHEETS & ORDER (4.1).

22.30

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Total Associate/Law Clerk		352.40	
CHAVALI A	12/07/06	3.00	SEARCH DOCKET FOR OBJECTORS TO THE ORIGINAL DIP MOTION (2.0); OBTAIN ADDRESSES FOR OBJECTORS (1.0).
CHAVALI A	12/08/06	3.00	DRAFT SERVICE LIST OF OBJECTORS (2.0); PREPARE DOCUMENTS TO FOR COURIER TO COURT (1.0).
CHAVALI A	12/12/06	0.80	DRAFT SPECIAL PARTIES CHART FOR DIP MOTION (0.8).
CHAVALI A	12/15/06	0.50	DISTRIBUTE CLAIMS HEARING TRANSCRIPT (0.5).
CHAVALI A	12/22/06	1.00	PREPARE DOCUMENTS FOR DIP HEARING (0.4); UPDATE NOTICE AND ORDER PRIOR TO FILING (0.2); REVIEW ALL DOCUMENTS PRIOR TO FILING (0.2); DISTRIBUTE PLEADINGS AND FILING RECEIPT (0.2).
CHAVALI A	12/26/06	0.40	UPDATE DIP HEARING AGENDA (0.4).
CHAVALI A	12/27/06	0.40	UPDATE DIP REFINANCING MOTION HEARING AGENDA (0.4).
CHAVALI A	12/28/06	1.40	UPDATE AND FINALIZE DIP REFINANCING MOTION HEARING AGENDA (0.7); FINALIZE HEARING BINDER FOR DIP HEARING (0.7).
CHAVALI A	12/29/06	0.70	UPDATE DRAFT DIP REFINANCING MOTION DRAFT BINDER (0.4); PREPARE DOCUMENTS FOR DIP REFINANCING MOTION HEARING (0.3).
		11.20	
DEMMA J	12/12/06	2.10	COORDINATE SERVICE OF FRAMEWORK AND DIP REFINANCING MOTIONS (2.1).
DEMMA J	12/15/06	1.10	COORDINATE SERVICE FOR FRAMEWORK AND DIP REFINANCING MOTION (1.1).
DEMMA J	12/18/06	3.40	PREPARE/FILE EXPEDITED MOTION FOR ORDER AUTHORIZING AND APPROVING THE EQUITY PURCHASE AND COMMITMENT AGREEMENT PURSUANT TO SECTIONS 105(A), 363(B), 503(B) AND 507(A) OF THE BANKRUPTCY CODE AND THE PLAN FRAMEWORK SUPPORT AGREEMENT PURSUANT TO SECTIONS 105(A), 363(B), AND 1125(E) OF THE BANKRUPTCY CODE AND EXPEDITED MOTION FOR ORDER UNDER 11 U.S.C. SECTIONS 105, 361, 362, 363, 364(C)(1), 364(C)(2), 364(C)(3), 364(D)(1), AND 364(E) AND FED. R. BANKR. P. 2002, 4001 AND 6004(G)(I) AUTHORIZING DEBTORS TO OBTAIN POSTPETITION FINANCING AND (II) AUTHORIZING DEBTORS TO REFINANCE SECURED POSTPETITION FINANCING AND PREPETITION SECURED DEBT (2.3); PREPARE BINDER OF FILED MOTIONS FOR ATTORNEY USE (1.1).

6.60

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

ROSEN R	12/18/06	2.20	REVIEW SERVICE STATUS, SPECIAL PARTIES SERVICE LIST REGARDING DIP REFINANCING MOTION WITH E. GERSHBEIN, KCC (0.4); REVIEW 1/5 HEARING SCHEDULING ORDER REGARDING INFORMATION CONCERNING SAME (0.3); UPDATE TASK LIST, 1/5 HEARING MOTIONS/OBJECTIONS SUMMARY CHART REGARDING SAME (0.9); REVIEW POTENTIAL SUPPORTING DOCUMENTS NEEDED FOR 1/5 HEARING WITH TEAM ATTORNEY (0.3) AND START COMPILING SAME (0.3).
ROSEN R	12/19/06	0.90	MONITOR CASE DOCKET, INCOMING CORRESPONDENCE REGARDING RESPONSES TO DIP REFINANCING MOTION (0.6); COMPILE, FORWARD SAME TO TEAM ATTORNEYS (0.3).
ROSEN R	12/20/06	2.40	CONTINUE TO MONITOR CASE DOCKET, INCOMING CORRESPONDENCE REGARDING OBJECTIONS TO DIP REFINANCE MOTION (0.7); COMPILE HEARING DOCUMENTS REGARDING SAME (0.4); WORK ON COMPILING COMPLETE SERVICE INFORMATION REGARDING UPCOMING FILING AND SERVICE OR REFINANCING CREDIT AGREEMENT (1.3).
ROSEN R	12/21/06	2.40	MONITOR CASE DOCKET, INCOMING CORRESPONDENCE REGARDING OBJECTIONS TO DIP REFINANCE MOTION (0.6); CONTINUE TO COMPILE SUPPORTING DOCUMENTATION FOR UPCOMING 1/5 HEARING REGARDING SAME (0.9); INVESTIGATION, RESEARCH AND COMPILE DIP REFINANCE SPECIAL PARTIES SERVICE INFORMATION AND UPDATE SERVICE LIST REGARDING SAME (0.9).
ROSEN R	12/22/06	1.70	REVIEW CASE DOCKET, INCOMING CORRESPONDENCE REGARDING DIP REFINANCE MOTION OBJECTIONS (0.6); MEETING WITH TEAM ATTORNEY TO REVIEW DOCUMENT NEED FOR 1/5 HEARING (0.2); COMPILE DOCUMENTS REGARDING SAME (0.9).
ROSEN R	12/26/06	2.70	REVIEW CASE DOCKET, INCOMING CORRESPONDENCE REGARDING OBJECTIONS TO DIP REFINANCING MOTION (0.5); RESEARCH, COMPILE AND UPDATE DIP REFINANCING SPECIAL PARTIES SERVICE LIST (0.9); FORWARD, REVIEW SERVICE PREPARATIONS WITH E. GERSHBEIN, KCC REGARDING SAME (0.1); ASSIST TEAM ATTORNEY WITH PREPARING CLEAN AND BLACKLINED DIP REFINANCING CREDIT AGREEMENT EXHIBITS FOR FILING (0.8); COORDINATE SERVICE, REVIEW COMPLETION STATUS WITH KCC REGARDING SAME (0.4).
ROSEN R	12/27/06	1.40	MONITOR CASE DOCKET REGARDING OBJECTIONS TO DIP REFINANCING MOTION (0.8); UPDATE TASK LIST REGARDING UPCOMING FILING AND RESPONSE DEADLINES (0.6).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

ROSEN R	12/28/06	0.70	MONITOR CASE DOCKET, INCOMING CORRESPONDENCE REGARDING OBJECTIONS TO DIP REFINANCE MOTION (0.7).
ROSEN R	12/29/06	2.70	MONITOR CASE DOCKET, INCOMING CORRESPONDENCE REGARDING OBJECTIONS TO DIP REFINANCINGS MOTION (0.7); COMPILE 1/5 HEARING DOCUMENTS AND SUPPORTING DOCUMENTATION (0.9); COMPILE AND FORWARD DRAFT 1/5 HEARING BINDER TO TEAM ATTORNEYS (1.1).
		17.10	
ZSOLDOS AF	12/18/06	1.30	ASSIST WITH ELECTRONIC FILING OF DIP REFINANCING MOTION AND PREPARE COURTESY COPIES FOR CHAMBERS REVIEW (1.3).
ZSOLDOS AF	12/19/06	0.50	ASSIST WITH DIP FINANCING MOTION, OBJECTIONS, DEBTORS REPLY, AND SUMMARY CHARTS AND BINDERS (0.3); ASSIST SAME REGARDING DOCKET PULLS AND LOCATING DOCUMENTS (0.2).
		1.80	
Total Legal Assistant		36.70	
TOTAL TIME		<u>442.90</u>	

* Law clerks are law school graduates who are not presently admitted to practice.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Delphi Corporation (DIP)
Financing (DIP and Emergence)

Bill Date: 01/31/07
Bill Number: 1147919

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	12/12/06	Copy Center, D	73.33
In-house Reproduction	12/15/06	Copy Center, D	0.10
In-house Reproduction	12/19/06	Copy Center, D	54.47
In-house Reproduction	12/26/06	Copy Center, D	44.70
In-house Reproduction	12/29/06	Copy Center, D	0.40
TOTAL IN-HOUSE REPRODUCTION			\$173.00
Telephone Expense-ECRS only	12/29/06	Telecommunications, D	7.39
Telephone Expense-ECRS only	12/29/06	Telecommunications, D	8.74
Telephone Expense-ECRS only	12/29/06	Telecommunications, D	1.00
Telephone Expense-ECRS only	12/29/06	Telecommunications, D	0.44
Telephone Expense-ECRS only	12/29/06	Telecommunications, D	0.43
TOTAL TELEPHONE EXPENSE-ECRS ONLY			\$18.00
Westlaw	12/08/06	Grant K	108.99
Westlaw	12/11/06	Grant K	21.54
Westlaw	12/12/06	Grant K	57.46
Westlaw	12/27/06	Connors CP	341.01
TOTAL WESTLAW			\$529.00
Reproduction - color	12/10/06	Copy Center, D	30.00
TOTAL REPRODUCTION - COLOR			\$30.00
Vendor Hosted Teleconferencing	12/11/06	Teleconferencing Services, LLC	4.79
Vendor Hosted Teleconferencing	12/29/06	Teleconferencing Services, LLC	2.96
Vendor Hosted Teleconferencing	12/29/06	Teleconferencing Services, LLC	2.25
TOTAL VENDOR HOSTED TELECONFERENCING			\$10.00
Out-of-Town Travel	12/11/06	Meisler RE	30.00

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Disbursement	Date	Vendor/Employee/Dept.	Amount
		TOTAL OUT-OF-TOWN TRAVEL	\$30.00
Messengers/ Courier	12/15/06	Straightline Courier	31.50
Messengers/ Courier	12/15/06	Straightline Courier	31.50
Messengers/ Courier	12/15/06	Straightline Courier	31.50
Messengers/ Courier	12/15/06	Straightline Courier	31.50
		TOTAL MESSENGERS/ COURIER	\$126.00
Wireless - Mo- bile/Cellular/Pager	12/15/06	Meisler RE	9.00
		TOTAL WIRELESS - MOBILE/CELLULAR/PAGER	\$9.00
		TOTAL MATTER	\$925.00

Delphi Corporation (DIP)
Financing (DIP and Emergence)Bill Date: 02/28/07
Bill Number: 1148705

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	01/01/07	0.70	CONTINUE TO REVIEW DIP HEARING BOOK AND PREPARE FOR JANUARY 5TH DIP REFINANCING APPROVAL HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT (0.7).
BUTLER, JR. J	01/02/07	0.80	CONTINUE TO REVIEW DIP HEARING BOOK AND PREPARE FOR JANUARY 5TH DIP REFINANCING APPROVAL HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT (0.4); PREPARE FOR (0.2) AND PARTICIPATE IN (0.2) WORKING GROUP TELECONFERENCE REGARDING DIP OBJECTION FILED, REVISED DIP ORDER AND PREPARATION FOR HEARING.
BUTLER, JR. J	01/03/07	0.40	CONTINUE TO PREPARE FOR JANUARY 5TH DIP REFINANCING APPROVAL HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT INCLUDING REVIEW FURTHER REVISED DIP ORDER AND PREPARATION FOR HEARING (0.4).
BUTLER, JR. J	01/04/07	0.90	CONTINUE TO PREPARE FOR JANUARY 5TH DIP REFINANCING APPROVAL HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT INCLUDING REVIEW AND FINALIZE RESPONSE (0.3); REVIEW BLACKLINED DIP ORDER AND CREDIT AGREEMENT (0.6).
BUTLER, JR. J	01/05/07	0.70	PREPARE FOR (0.3) AND PARTICIPATE IN (0.4) DIP REFINANCING APPROVAL HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT.
BUTLER, JR. J	01/07/07	0.20	CONTINUE TO PREPARE FOR JANUARY 9TH CLOSING ON \$4.5 BILLION DIP FINANCING (0.2).
BUTLER, JR. J	01/08/07	0.20	CONTINUE TO PREPARE FOR JANUARY 9TH CLOSING ON \$4.5 BILLION DIP REFINANCING INCLUDING CONFERENCES AT COMPANY IN TROY (0.2).
BUTLER, JR. J	01/09/07	0.20	REVIEW REVISIONS TO ENTERED \$4.5 BILLION DIP ORDER (0.1); REVIEW STATUS OF CLOSING TRANSACTION (0.1).

4.10

FRISHMAN LD	01/02/07	3.30	NEGOTIATION OF CHANGE OF CONTROL PROVISION AND OTHER OPEN DIP ITEMS (0.9); REVIEW REVISIONS TO DIP PAPERS (0.3); REVIEW HOWARD COUNTY DIP OBJECTION AND CORRESPONDENCE WITH R. MEISLER AND K. GRANT REGARDING APPROPRIATE RESPONSE (1.0); ALL-HANDS TELECONFERENCE REGARDING NEXT STEPS ON REFI MATTERS (0.6); REVIEW AND GIVE COMMENTS ON SYNDICATION MATERIALS (0.5).
FRISHMAN LD	01/03/07	1.20	ATTENTION TO REVISIONS TO DIP PAPERS AND CORRESPONDENCE REGARDING THE SAME (0.7); REVIEW AND GIVE COMMENTS ON DRAFT REPLY TO HOWARD COUNTY OBJECTION (0.5).
FRISHMAN LD	01/04/07	0.70	RESPOND TO DIP AGENT QUESTIONS REGARDING US TRUSTEE'S OBJECTIONS TO FRAMEWORK AGREEMENT MOTION (0.3); REVIEW FINAL VERSIONS OF REPLY TO OBJECTION AND DIP ORDER/AGREEMENT CHANGES (0.4).
FRISHMAN LD	01/05/07	2.40	ATTEND DELPHI HEARING REGARDING NEW DIP (1.2); DISCUSS PBGC LIEN REQUEST IN CONTEXT OF DIP WITH K. MARAFIOTI & REVIEW RELATED PROVISIONS OF DIP (0.6); REVIEW DRAFT OF PRE-PETITION PAY-OFF LETTER (0.4); CORRESPONDENCE WITH R. MEISLER AND K. MARAFIOTI REGARDING IMPACT OF NEW DIP ORDER ON DERIVATIVES ORDER (0.2).
FRISHMAN LD	01/06/07	0.70	PARTICIPATE IN STRATEGY CALL WITH LEGAL TEAM AND OTHERS AT COMPANY (0.7).
FRISHMAN LD	01/08/07	3.10	LENGTHY TELECONFERENCE WITH COMPANY (INCLUDING KAREN COBB AND J. SHEEHAN) AND THEIR ERISA COUNSEL REGARDING PERMISSIBILITY UNDER DIP OF CERTAIN PBGC FUNDING-WAIVER RELATED REQUESTS (1.2); FURTHER REVIEW OF RELEVANT PROVISIONS OF THE DIP (0.6); SEPARATE CALLS REGARDING THE SAME WITH ERISA COUNSEL AND K. MARAFIOTI (0.9); REVIEW K. MARAFIOTI'S MARKUP OF DELPHI'S TALKING POINT SHEET (0.4).
FRISHMAN LD	01/09/07	0.50	CORRESPONDENCE REGARDING STATUS OF DIP CLOSING (0.5).

11.90

MARAFIOTI KA	01/04/07	0.80	REVIEW AND REVISE DIP REPLY (0.4) AND SUMMARY OF MODIFICATIONS TO ORDER (0.2); PREPARE FOR DIP HEARING (0.2).
MARAFIOTI KA	01/05/07	0.80	CONFERENCES WITH BANK COUNSEL IN COURT PRIOR TO DIP HEARING (0.5); DIP HEARING (0.3).
MARAFIOTI KA	01/26/07	0.10	CORRESPONDENCE REGARDING SETOFF ISSUES (0.1).
		1.70	
Total Partner		17.70	
MATZ TJ	01/03/07	0.50	REVIEW DIP REFINANCING MOTION (0.2); FORWARD SAME TO U.S. TRUSTEE (0.1); TELECONFERENCE WITH U.S. TRUSTEE REGARDING SAME (0.2).
MATZ TJ	01/04/07	0.30	TELECONFERENCE WITH U.S. TRUSTEE REGARDING AMENDED DIP REFINANCING ORDER (0.2); FORWARD BLACK-LINE OF PROPOSED ORDER TO U.S. TRUSTEE (0.1).
MATZ TJ	01/05/07	1.20	ASSIST WITH FINAL PREPARATION FOR DIP HEARING (0.8); ATTEND DIP REFINANCING HEARING (0.4).
		2.00	
Total Counsel		2.00	
GRANT K	01/02/07	8.60	CONTINUE TO WORK ON HEARING PREPARATION MATERIALS FOR DIP REFINANCING MOTION, INCLUDING DRAFT AND REVISION OF PROFFERS (6.9); TELECONFERENCE WITH M. MCCRORY & M. OWENS REGARDING HOWARD COUNTY OBJECTION TO DIP REFINANCING MOTION (0.5); DRAFT EMAIL TO M. MCCRORY & M. OWENS REGARDING SAME (0.6); TEAM STRATEGY CONFERENCE REGARDING SAME (0.6).
GRANT K	01/03/07	9.80	CONTINUE TO WORK ON HEARING PREPARATION FOR DIP REFINANCING MOTION & DRAFTED REPLY REGARDING SAME (7.4); REVISE REPLY (0.9) CONFERENCES AND EMAIL WITH COUNSEL FOR HOWARD COUNTY (0.8) & DIP LENDER (0.7) REGARDING OBJECTION.
GRANT K	01/04/07	14.20	CONTINUE TO PREPARATION FOR DIP REFINANCING HEARING, INCLUDING REVIEW AND REVISION OF PROPOSED AGENDA (0.6) REVIEW OF REVISED CREDIT AGREEMENT (1.3) AND SECURITY AGREEMENT (2.5); ALSO REVISE AND FINALIZE REPLY (4.3); PREPARE SUMMARY OF CHANGES TO ORDER AND CREDIT AGREEMENT (2.4) AND REVIEW AND ASSEMBLE HEARING MATERIALS (3.1).

GRANT K	01/05/07	3.50	PREPARE FOR HEARING REGARDING DIP REFINANCING (1.3); ATTEND DIP REFINANCING HEARING (1.7); REVIEW DERIVATIVE CONTRACT ORDER FOR REFINANCING IMPACT (0.5).
GRANT K	01/11/07	1.40	REVIEW CHANGES MADE TO DIP REFINANCING ORDER BY CHAMBERS AND CREATED MASTER FINAL DOCUMENT REGARDING SAME (1.4).
		37.50	
MEISLER RE	01/02/07	5.70	TELECONFERENCE WITH A. TENZER AND M. BAKER REGARDING DIP REFI CREDIT AGREEMENT (0.2); TELECONFERENCE WITH B. RESNICK REGARDING SAME (0.1); DRAFT CORRESPONDENCE TO R. LEMONS, COUNSEL TO GM, REGARDING DIP REFINANCING ORDER (0.1); REVIEW COMMENTS TO SAME (0.1); DRAFT FURTHER CORRESPONDENCE REGARDING SAME (0.1); BEGIN PREPARING FOR 1/5 HEARING REGARDING DIP REFINANCING (3.4); TELECONFERENCES WITH H. BAER REGARDING SAME (0.3, 0.2); REVIEW AND REVISE PROPOSED DIP REFINANCING ORDER (0.3); DRAFT CORRESPONDENCE REGARDING SAME (0.2); TELECONFERENCE WITH B. RESNICK REGARDING SAME (0.4); TELECONFERENCE WITH R. TRUST REGARDING HEARING PREPARATION (0.2); TELECONFERENCE WITH J. SHEEHAN REGARDING STATUS (0.1).
MEISLER RE	01/03/07	3.70	CONTINUE TO PREPARE FOR DIP HEARING (1.3); TELECONFERENCE WITH H. BAER AND B. RESNICK REGARDING DIP REFINANCING (0.2); TELECONFERENCES WITH B. RESNICK REGARDING SAME (0.2, 0.2, 0.3, 0.1); TELECONFERENCE WITH R. TRUST REGARDING SAME (0.1); CONTINUE TO REVIEW DIP ORDER (0.3); REVIEW AND REVISE REPLY REGARDING SAME (1.0).
MEISLER RE	01/04/07	2.10	CONTINUE TO REVIEW AND REVISE REPLY (1.0); TELECONFERENCE WITH E. HOLLANDER REGARDING CARVE OUT (0.1); CONTINUE TO PREPARE FOR DIP REFINANCING HEARING (1.0).
MEISLER RE	01/05/07	3.20	CONTINUE TO PREPARE FOR DIP HEARING (2.5); ATTEND HEARING (0.5); REVIEW CORRESPONDENCE AND ANALYZE SAME REGARDING DERIVATIVE CONTRACTS ORDER (0.2).
		14.70	
Total Associate		52.20	

CHAVALI A	01/02/07	1.80	FINALIZE DIP REFINANCING AGENDA (0.9); PREPARE DIP REFINANCING HEARING BINDER (0.6); PREPARE CERTIFICATE OF SERVICE BINDER FOR DIP REFINANCING MOTION (0.3).
CHAVALI A	01/03/07	1.30	UPDATE DIP REFINANCING MOTION HEARING BINDER (1.3).
CHAVALI A	01/04/07	6.80	FINALIZE DIP REFINANCING HEARING AGENDA (1.0); FILE AGENDA (0.3); FINALIZE DIP REFINANCING HEARING BINDERS (1.0); PREPARE DOCUMENTS FOR DIP REFINANCING HEARING (1.9); PREPARE ORDER ON DISK (0.3); REVIEW HEARING BINDERS AND OTHER HEARING MATERIALS (0.4); PREPARE ALL DOCS BOX FOR DIP REFINANCING HEARING (0.9); PREPARE DOCUMENTS TO BE COURIERED TO CHAMBERS IN PREPARATION FOR UPCOMING HEARINGS (0.2); PREPARE AFFIDAVIT OF SERVICE BINDER FOR DIP REFINANCING MOTION HEARING (0.8).
CHAVALI A	01/05/07	1.50	SET UP AT COURT FOR HEARING (0.2); DIP REFINANCING HEARING (1.0); DISTRIBUTE DIP ORDER TO TEAM (0.3).
CHAVALI A	01/08/07	0.20	DISTRIBUTE DIP HEARING TRANSCRIPT (0.2).
		11.60	
ROSEN R	01/02/07	1.40	WORK WITH E. GERSHBEIN, KCC REGARDING SERVICE OF DIP REFINANCING ORDER (0.6); COMPILE, FORWARD DIP REFINANCING AGREEMENTS TO REQUESTING TEAM ATTORNEYS (0.4); REVIEW 1/5 DIP REFINANCINGS MATTERS WITH E. GERSHBEIN REGARDING PREPARATION OF AFFIDAVITS OF SERVICE BINDER FOR HEARING (0.4).
ROSEN R	01/04/07	0.60	COORDINATE SERVICE OF 1/5 DIP REFINANCING HEARING AGENDA WITH E. GERSHBEIN, KCC (0.6).
ROSEN R	01/05/07	1.20	COORDINATE SERVICE OF DIP REFINANCING ORDER WITH E. GERSHBEIN, KCC (0.6); COMPILE, FORWARD SAME TO TEAM ATTORNEYS (0.3); RESPOND TO TEAM ATTORNEYS' REQUESTS FOR DIP REFINANCING CLEAN AND BLACKLINED CREDIT AGREEMENTS (0.3).

3.20

ZSOLDOS AF	01/04/07	1.00	PREPARE TO AND ELECTRONICALLY FILE DIP REPLY (0.8); COORDINATE SERVICE REGARDING SAME (0.2).
ZSOLDOS AF	01/09/07	2.80	REVIEW DIP REFINANCING ORDER REGARDING CHANGES MADE BY JUDGE (0.4); REVIEW SAME AND DISTRIBUTE (2.4).
		3.80	
Total Legal Assistant		18.60	
TOTAL TIME		<u>90.50</u>	

Delphi Corporation (DIP)
Financing (DIP and Emergence)

Bill Date: 02/28/07
Bill Number: 1148705

Disbursement	Date	Vendor/Employee/Dept.	Amount
Air/Rail Travel - vendor feed	01/01/07	Bolton IS	763.05
Air/Rail Travel - vendor feed	01/01/07	Bolton IS	-718.05
Air/Rail Travel - vendor feed	01/02/07	Grant K	1,212.25
Air/Rail Travel - vendor feed	01/02/07	Meisler RE	1,393.61
Air/Rail Travel - vendor feed	01/03/07	Bolton IS	359.98
Air/Rail Travel - vendor feed	01/03/07	Bolton IS	-359.98
Air/Rail Travel - vendor feed	01/05/07	Grant K	0.10
Air/Rail Travel - vendor feed	01/05/07	Meisler RE	719.40
Air/Rail Travel - vendor feed	01/05/07	Meisler RE	363.83
Air/Rail Travel - vendor feed	01/09/07	Grant K	1,393.81
TOTAL AIR/RAIL TRAVEL - VENDOR FEED			\$5,128.00
In-house Reproduction	01/02/07	Copy Center, D	1.80
In-house Reproduction	01/02/07	Copy Center, D	201.39
In-house Reproduction	01/05/07	Copy Center, D	80.63
In-house Reproduction	01/09/07	Copy Center, D	374.27
In-house Reproduction	01/19/07	Copy Center, D	11.91
TOTAL IN-HOUSE REPRODUCTION			\$670.00

Telephone Expense-ECRS only	01/26/07	Telecommunications, D	2.69
Telephone Expense-ECRS only	01/26/07	Telecommunications, D	2.22
Telephone Expense-ECRS only	01/26/07	Telecommunications, D	0.64
Telephone Expense-ECRS only	01/26/07	Telecommunications, D	0.26
Telephone Expense-ECRS only	01/26/07	Telecommunications, D	2.19
TOTAL TELEPHONE EXPENSE-ECRS ONLY			\$8.00
Air/Rail Travel (external)	01/03/07	Butler, Jr. J	174.00
TOTAL AIR/RAIL TRAVEL (EXTERNAL)			\$174.00
Out-of-Town Travel	01/03/07	Butler, Jr. J	15.50
Out-of-Town Travel	01/03/07	Butler, Jr. J	14.50
Out-of-Town Travel	01/03/07	Butler, Jr. J	266.48
Out-of-Town Travel	01/05/07	Meisler RE	879.78
Out-of-Town Travel	01/05/07	Grant K	894.74
Out-of-Town Travel	01/05/07	Grant K	55.01
Out-of-Town Travel	01/12/07	Grant K	873.69
Out-of-Town Travel	01/12/07	Grant K	20.00
Out-of-Town Travel	01/12/07	Grant K	7.30
TOTAL OUT-OF-TOWN TRAVEL			\$3,027.00
Messengers/ Courier	01/05/07	Dist Serv/Mail/Page, D	17.40
Messengers/ Courier	01/05/07	Dist Serv/Mail/Page, D	33.77
Messengers/ Courier	01/05/07	Dist Serv/Mail/Page, D	18.83
TOTAL MESSENGERS/ COURIER			\$70.00

Out-of-Town Meals	01/02/07	Grant K	8.98
Out-of-Town Meals	01/02/07	Meisler RE	5.37
Out-of-Town Meals	01/02/07	Meisler RE	11.02
Out-of-Town Meals	01/02/07	Meisler RE	14.36
Out-of-Town Meals	01/03/07	Grant K	22.97
Out-of-Town Meals	01/03/07	Butler, Jr. J	28.42
Out-of-Town Meals	01/04/07	Grant K	21.50
Out-of-Town Meals	01/05/07	Meisler RE	32.38
TOTAL OUT-OF-TOWN MEALS			\$145.00
Contracted Catering-NY	01/03/07	Butler, Jr. J	400.00
Contracted Catering-NY	01/05/07	Butler, Jr. J	400.00
TOTAL CONTRACTED CATERING-NY			\$800.00
Wireless - Mo- bile/Cellular/Pager	01/15/07	Meisler RE	19.00
TOTAL WIRELESS - MOBILE/CELLULAR/PAGER			\$19.00
TOTAL MATTER			\$10,041.00